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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re</b>	<b>:</b>
	<b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	<b>:</b>
	<b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.<sup>1</sup></b>	<b>:</b>
	<b>(Jointly Administered)</b>
	:
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**STATEMENT OF THE DEBTORS CERTIFYING  
COMPLIANCE WITH ORDER AUTHORIZING DEBTORS TO  
EMPLOY PROFESSIONALS USED IN THE ORDINARY COURSE  
OF BUSINESS NUNC PRO TUNC TO THE COMMENCEMENT DATE**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On February 12, 2019, the United States Bankruptcy Court for the Southern District of New York entered the *Amended Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 794) (the “**Amended Order**”) authorizing Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”).

**PLEASE TAKE NOTICE** that the Debtors hereby certify compliance with the terms of the Amended Order.

**PLEASE TAKE FURTHER NOTICE** that the following fees and expenses were paid to Ordinary Course Professionals from July 1, 2019 through September 30, 2019:

#### **Tier 1 Ordinary Course Professionals**

<b>Fees and Expenses Paid In</b>				
Professional	Jul-19	Aug-19	Sep-19	Q3 2019
Baute Crochetiere & Hartley LLP	\$1,120.05	\$3,267.75	-	\$4,387.80
Dentons US LLP	83,112.74	-	-	83,112.74
Guberman, Benson & Calise, LLC	-	-	1,105.31	1,105.31
Keightley & Ashner LLP	-	33,950.29	-	33,950.29
Total	\$84,232.79	\$37,218.04	\$1,105.31	\$122,556.14

#### **Tier 2 Ordinary Course Professionals**

<b>Fees and Expenses Paid In</b>				
Professional	Jul-19	Aug-19	Sep-19	Q3 2019
Fitzpatrick Lentz & Bubba, P.C.	\$1,392.69	-	\$708.87	\$2,101.56
Wagner & Saenz, L.L.P.	722.14	-	-	722.14
Total	\$2,114.83	-	\$708.87	\$2,823.70

**Tier 3 Ordinary Course Professionals**

<b>Fees and Expenses Paid In</b>				
Professional	Jul-19	Aug-19	Sep-19	Q3 2019
Seyfarth Shaw LLP	-	-	\$352,881.26	\$352,881.26
Total	-	-	\$352,881.26	\$352,881.26

Dated: October 31, 2019  
New York, New York

/s/ Sunny Singh  
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